

# LEBOEUF, LAMB, GREENE & MACRAE L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

NEW YORK  
WASHINGTON, DC  
ALBANY  
BOSTON  
DENVER  
HARRISBURG  
HARTFORD  
HOUSTON  
JACKSONVILLE  
LOS ANGELES  
NEWARK  
PITTSBURGH  
SALT LAKE CITY  
SAN FRANCISCO

260 FRANKLIN STREET  
BOSTON, MA 02110-3173

(617) 748-6800  
FACSIMILE (617) 439-0341

LONDON  
(A LONDON BASED  
MULTINATIONAL PARTNERSHIP)

PARIS  
BRUSSELS  
JOHANNESBURG  
(PTY) LTD  
MOSCOW  
RIYADH  
(AFFILIATED OFFICE)  
TASHKENT  
BISHKEK  
ALMATY  
BEIJING

August 22, 2002

## **BY HAND DELIVERY**

Mary L. Cottrell, Secretary  
Department of Telecommunications and Energy  
One South Station  
Boston, Massachusetts 02110

Re: Fitchburg Gas and Electric Light Company, D.T.E. 02-24/ D.T.E. 02-25

Dear Ms. Cottrell:

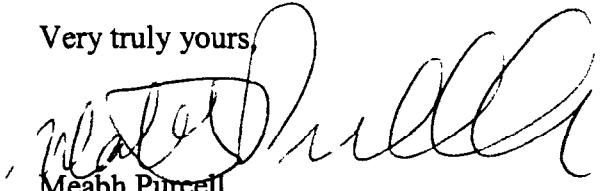
Enclosed for filing on behalf of Fitchburg Gas and Electric Light Company, please find an original and eight copies of a Motion for Protective Treatment for proprietary materials contained in FG&E's response to AG-RR-28.

Per the Ground Rules issued by the Hearing Officer in this proceeding, I have contacted the Office of the Attorney General and the Division of Energy Resources ("DOER") to obtain their assent to the within Motion. The Attorney General has indicated it does not oppose FG&E's motion, and the DOER takes no position.

Letter to M. Cottrell  
August 22, 2002  
Page 2

Thank you for your attention to this matter.

Very truly yours,



Meabh Purcell

Enclosures

cc: Jeannie Voveris, Esq., Hearing Officer  
Sean Hanley, Asst. Director Rates and Revenues Requirement Division  
Paul E. Osborne, Asst. Director Rates and Revenue Requirement Division  
Wilner Borgella, Jr. Assistant Attorney General  
Matthew T. Morais, Esq., DOER  
Service List

BS81610v1

COMMONWEALTH OF MASSACHUSETTS  
DEPARTMENT OF TELECOMMUNICATIONS AND ENERGY

\_\_\_\_\_  
FITCHBURG GAS AND ELECTRIC  
LIGHT COMPANY  
\_\_\_\_\_

)  
)  
)  
)  
)  
D.T.E. 02-24/25

**MOTION OF FITCHBURG GAS AND ELECTRIC LIGHT COMPANY  
FOR PROTECTIVE TREATMENT**

NOW COMES Fitchburg Gas and Electric Light Company ("FG&E") and respectfully requests that the Department of Telecommunications and Energy ("Department") grant it protection from public disclosure over certain confidential, competitively sensitive and proprietary information submitted in this proceeding in accordance with G.L. c. 25, § 5D. In support of its Motion, FG&E states:

1. On May 17, 2002, FG&E filed revised tariffs and schedules to implement proposed changes to its Electric Division and Gas Division rates and charges.

2. On July 26, 2002, FG&E filed its response to AG-7-7 (Electric), which asked, in essence, whether FG&E had any "employee termination contracts."

2. On August 20, 2002, the Attorney General made the following in-hearing record request of FG&E:

**AG RR-28 - Referring to [the Company's response to] AG-7-7 (Electric), please indicate whether FG&E has any change-in-control agreements that have termination provisions, and if so, provide a copy of that agreement. Please indicate whether Unitil Service Corp. has any change-in-control agreements that have termination provisions, and if so, provide a copy of that agreement.**

4. Similar to its response to AG-7-7 (Electric), FG&E does not have any change-in-control agreements that have termination provisions. However, Unitil Service Corp does. While the Attorney General has not sought information about which executives are subject to Unitil Service Corp.'s change-in-control agreements, the tenor of his question may be interpreted to seek such information. In an abundance of caution to avoid further misunderstandings with the Attorney General, such as that created by AG-7-7 (Electric)'s reference to whether *FG&E* has "employee termination contracts," FG&E seeks to provide the Attorney General the names of the executives subject to a Unitil Service Corp. change-in-control agreement.

5. FG&E requests protection of this information from public disclosure pursuant to Chapter 25, Section 5D of the General Laws of Massachusetts. G.L. c. 25, § 5D is specifically designed to protect against disclosure of competitively sensitive information. That provision, in part, provides:

[T]he [D]epartment may protect from public disclosure, trade secrets, confidential, competitively sensitive or other proprietary information provided in the course of proceedings conducted pursuant to this chapter. There shall be a presumption that the information for which such protection is sought is public information and the burden shall be upon the proponent of such protection to prove the need for such protection. Where such a need has been found to exist, the [D]epartment shall protect only so much of the information as is necessary to meet such need.

G.L. c. 25, § 5D.

6. Unitil Corporation and Unitil Service Corp. (together here, "Unitil") safeguard all information relative to employee and management salary and benefits as a matter of company

policy, and this type of information is not disseminated within Unitil, to its affiliates or to third parties and the public. Just as within other business organizations, determinations as to what salaries and benefits are provided to various individuals with varying responsibilities within Unitil Service Corp. are negotiated, subject to approval, and closely held. Public dissemination of this material not only invades the employee or officer's right to privacy, but would interfere with Unitil Service Corp.'s ability to attract and/or retain qualified employees and officers.

7. AG-RR-28, Attachment 4, contains the names of the executives of Unitil Corp. and Unitil Service Corp. that, under defined conditions, may receive benefits under a severance pay plan, as described in the response to AG-RR-28. While FG&E does not object to the public filing of the severance plan document (Attachment 1), or the two change-in-control agreements currently in effect (Attachment 2, Attachment 3), it requests protection over the names of the individuals subject to those agreements, as contained in Attachment 4, for the reasons herein.

WHEREFORE, for all the reasons set forth in this Motion, Fitchburg Gas and Electric Light Company respectfully requests that the Department of Telecommunications and Energy issue its Order granting protective treatment over the confidential Attachment 4 in FG&E's

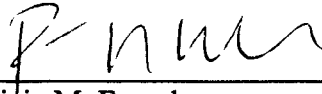
response to AG-RR-28 in the above referenced proceeding.

—

Respectfully submitted,

**FITCHBURG GAS AND ELECTRIC  
LIGHT COMPANY**

By its attorneys,



---

Patricia M. French  
LEBOEUF, LAMB, GREENE & MACRAE, L.L.P.  
260 Franklin Street  
Boston, MA 02110-3173  
(617) 439-9500

Dated: August 22, 2002

CERTIFICATION

I, Regina Minichello, certify that I have caused to be served on each of the parties to D.T.E. 02-24/25 a copy of the within Motion for Protective Treatment.

Dated at Boston, Massachusetts, this 22nd day of August, 2002.

  
Regina Minichello